

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

STEVEN R. NUSBAUM, derivatively on)
behalf of HONEYWELL INTERNATIONAL)
INC.,)

Plaintiff,)

v.)

DARIUS E. ADAMCZYK, DUNCAN B.)
ANGOVE, WILLIAM S. AYER, KEVIN)
BURKE, JAIME CHICO PARDO, D. SCOTT)
DAVIS, LINNET F. DEILY, JUDD A.)
GREGG, CLIVE R. HOLLICK, GRACE D.)
LIEBLEIN, GEORGE PAZ, ROBIN L.)
WASHINGTON, DAVID M. COTE, GREG)
LEWIS, and THOMAS A. SZLOSEK,)

Defendants,)

and)

HONEYWELL INTERNATIONAL, INC.,)

Nominal Defendant.)

Case No. 19-cv-00898-CFC

SANDRA OSBORNE, derivatively on behalf)	
of HONEYWELL INTERNATIONAL INC.,)	
)	
Plaintiff,)	
)	
v.)	
)	
DARIUS E. ADAMCZYK, THOMAS A.)	
SZLOSEK, GREGORY P. LEWIS, DAVID)	
M. COTE, DUNCAN B. ANGOVE,)	Case No. 20-cv-00807-CFC
WILLIAM S. AYER, KEVIN BURKE, D.)	
SCOTT DAVIS, LINNET F. DEILY, JUDD)	
A. GREGG, CLIVE R. HOLLICK, GRACE)	
D. LIEBLEIN, JAIME CHICO PARDO,)	
GEORGE PAZ, and ROBIN L.)	
WASHINGTON,)	
)	
Defendants,)	
)	
and)	
)	
HONEYWELL INTERNATIONAL, INC.,)	
)	
Nominal Defendant.)	

**STIPULATION AND [PROPOSED] ORDER REGARDING CONSOLIDATION,
APPOINTMENT OF CO-LEAD COUNSEL AND LIAISON COUNSEL,
AND SETTING A SCHEDULE**

Plaintiffs Steven R. Nusbaum (“Nusbaum”) and Sandra Osborne (“Osborne”) (collectively, the “Plaintiffs”), on the one hand, and Defendants Darius E. Adamcyk, Duncan B. Angove, William S. Ayer, Kevin Burke, Jaime Chico Pardo, D. Scott Davis, Linnet F. Deily, Judd A. Gregg, Clive R. Hollick, Grace D. Lieblein, George Paz, Robin L. Washington, David M. Cote, Greg Lewis, and Thomas A. Szlosek (the “Individual Defendants”) and Nominal Defendant Honeywell International Inc. (“Honeywell” or the “Company”) (collectively, the “Defendants”), on the other, by and through their respective undersigned counsel, subject to this Court’s approval, and to the reservation of rights contained below, agree and stipulate as follows with respect to the above captioned actions:

WHEREAS, on May 14, 2019, Plaintiff Nusbaum filed a Verified Stockholder Derivative Complaint styled *Nusbaum v. Adamczyk, et al.*, Case No. 19-cv-00898-CFC (the “*Nusbaum Action*”), purportedly on behalf of Honeywell, naming the Individual Defendants as defendants;

WHEREAS, on June 15, 2020, Plaintiff Nusbaum filed a Verified Amended Stockholder Derivative Complaint;

WHEREAS, on June 15, 2020, Plaintiff Osborne filed a Verified Stockholder Derivative Complaint, styled *Osborne v. Adamczyk, et al.*, Case No. 20-cv-00807-CFC (the “*Osborne Action*,” and together with the *Nusbaum Action*, the “Derivative Actions”), purportedly on behalf of Honeywell, naming the Individual Defendants as defendants;

WHEREAS, under FED. R. CIV. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Derivative Actions challenge similar alleged conduct by the same Company directors and officers and involve substantially the same questions of law and fact;

WHEREAS, the parties therefore respectfully submit that consolidation of the Derivative Actions is appropriate;

WHEREAS, to avoid potentially duplicative actions and prevent any waste of the Court’s and parties’ resources, the parties agree that the Derivative Actions should be consolidated for all purposes, including pre-trial proceedings and trial, into a single consolidated action;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Derivative Actions, the Plaintiffs agree that Rigrodsky & Long, P.A. and the Rosen Law Firm, P.A. shall be designated as Co-Lead Counsel representing Plaintiffs in the Consolidated Derivative Action (defined below);

WHEREAS, the Plaintiffs also agree that Rigrodsky & Long, P.A. and Farnan LLP shall be designated Liaison Counsel representing Plaintiffs in the Consolidated Derivative Action¹; and

IT IS HEREBY STIPULATED AND AGREED, as follows:

1. The Defendants, to the extent they have not been served, hereby accept service of the respective complaints filed in each of the Derivative Actions through their undersigned counsel.

2. The Derivative Actions shall be consolidated for pretrial purposes under Docket No. 19-cv-00898-CFC, and all filings shall be made under this docket only (the “Consolidated Derivative Action”). Every pleading in the Consolidated Derivative Action shall bear the following caption:

In re Honeywell International Inc.)	Case No. 19-cv-00898-CFC
Consolidated Stockholder Litigation)	

3. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Derivative Action shall be:

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¹ Defendants take no position on the appointment of plaintiffs’ Lead Counsel and Liaison Counsel.

4. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and avoid duplicative or unproductive effort.

5. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel with the assistance of Liaison Counsel.

6. Liaison Counsel for plaintiffs for the conduct of the Consolidated Derivative Action shall be:

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7. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

8. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representatives of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs in the Consolidated Derivative Action.²

9. If any subsequent stockholder derivative action arising out of the same or substantially the same facts or events (a "Related Action") is filed in this Court, transferred to this Court, or removed to this Court, the Related Action will be consolidated with the Consolidated Derivative Action and transferred to the docket for *In re Honeywell International Inc. Consolidated Stockholder Litigation*, Case No. 19-cv-00898-CFC, and this Order shall apply to that Related Action. The parties are directed to provide notice of this Order to any party filing a Related Action of which they become aware.

10. Within forty-five (45) days of the entry of this Stipulation and Proposed Order, Plaintiffs will file a consolidated complaint or designate one of the complaints already filed in the Consolidated Derivative Action as the operative complaint.

11. Defendants shall have forty-five (45) days from the date Plaintiffs file a consolidated complaint or designate one of the complaints already filed in the Consolidated Derivative Action as the operative complaint to (i) answer; (ii) move to dismiss; and/or (iii) move for a further stay of proceedings.

12. All deadlines in the *Nusbaum* and *Osborne* Actions are stayed pending consolidation and the filing of a consolidated complaint or designation of one of the complaints already filed in the Consolidated Derivative Action as the operative complaint.

² Defendants take no position on the authority or responsibility of either plaintiffs' Lead Counsel or Liaison Counsel as set forth in paragraphs 3-7, except that Defendants agree that Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and that such agreements shall be binding on all plaintiffs in the Consolidated Derivative Action.

13. By entering into this Stipulation, Plaintiffs and Defendants do not waive any rights not specifically addressed herein. Defendants preserve all rights, objections, and defenses, and Plaintiffs preserve all rights and claims.

RIGRODSKY & LONG, P.A.

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Attorneys for Defendants

SO ORDERED on this _____ day of _____ 2020.

The Honorable Colm F. Connolly
United States District Court Judge